

**COPY**

10/21/02

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

APPROVED BY OMB

3060-0589

Page No. 1 of 1

(1) LOCKBOX # 358115

001 / 1 / 002

SPECIAL USE

FCC USE ONLY

## SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Telelobe USA, Inc. - Deblor-in-Possession

(3) TOTAL AMOUNT PAID (dollars and cents)

\$1,630.00

(4) STREET ADDRESS LINE NO. 1

11480 Commerce Park Drive

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Reston

(7) STATE

VA

(8) ZIP CODE

20191

(9) DAYTIME TELEPHONE NUMBER (include area code)

(10) COUNTRY CODE (if not in U.S.A.)

(11) PAYER (FRN)

0007466782

(12) PAYER (TIN)

0541739110

(16) CITY

Reston

(17) STATE

VA

(18) ZIP CODE

20191

(19) DAYTIME TELEPHONE NUMBER (include area code)

(703) 755-2507

(20) COUNTRY CODE (if not in U.S.A.)

0007440139

0521802628

## COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) FCC CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE (PTC)

(25A) QUANTITY

CUT

2

(26A) FEE DUE FOR (PTC)

\$1,630.00

(27A) TOTAL FEE

\$1,630.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) FCC CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE (PTC)

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

## SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, Troy F. Tanner

, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE

DATE

10/21/02

## SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER

EXPIRATION DATE



MASTERCARD



VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

SIGNATURE

DATE

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

RECEIVED  
MAY 16 2002  
FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

In the Matter of

TELEGLOBE INC.  
TELEGLOBE USA INC.  
OPTEL TELECOMMUNICATIONS INC.

Application for Authority for a *Pro Forma*  
Assignment of Cable Landing Licenses

File No. SCL-ASG-2002 \_\_\_\_\_

**Stamp and Return**

APPLICATION

Teleglob Inc. and its wholly owned subsidiaries, Teleglob USA Inc. ("TUSA") and Optel Telecommunications Inc. ("OPTEL") (Teleglob Inc., TUSA and OPTEL collectively referred to as "Teleglob"), pursuant to the Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (1994), Section 1.767 of the Commission's Rules, 47 C.F.R. § 1.767(1999), and Executive Order No. 10530, hereby request approval for the *pro forma* assignment of the cable landing licenses held by TUSA and OPTEL in connection with a restructuring proceeding commenced in Canada. These cable landing licenses are listed in Attachment 1 hereto. Teleglob will separately notify the Commission of the *pro forma* assignment of its international Section 214 authorizations.

Concurrent with this application, Teleglob is filing a request for a waiver of the filing fee that would normally be required with an application for assignment of a cable landing license. As detailed in the waiver request, Teleglob believes that, due to the circumstances of this filing, the public interest would be greatly disserved by requiring Teleglob to submit a filing fee with this application. Therefore, Teleglob requests that the Commission expeditiously process this application in its present form. without requiring the payment of a filing fee.

On May 15, 2002, Teleglob Inc., as well its subsidiaries, Teleglob USA Inc., and Optel Telecommunications Inc., applied for an order in the Ontario Superior Court of Justice pursuant to the Companies' Creditors Arrangement Act of Canada ("CCAA"), R.S.C. 985, c. C-36,

commencing a restructuring proceeding and providing Teleglobe protection against creditor actions while it formulates a restructuring plan. On May 15, 2002, the CCAA Court issued an initial order granting the requested relief captioned In the Matter of the Plan of Compromise or Arrangement of Telelobe, Inc. and the Other Applicants listed on Schedule "A." Similar to proceedings under chapter 11 of the United States Bankruptcy Code, the CCAA Court ordered that Teleglobe as debtor remain in possession and control of its property and assets and continue to carry on its business during the restructuring proceeding.<sup>1</sup> The CCAA Court also approved a \$ 100 million debtor-in-possession credit facility to be used for working capital and other general corporate purposes. In addition, on May 15, 2002, a petition was filed in the United States Bankruptcy Court for the District of Delaware commencing a case ancillary to a foreign proceeding pursuant to Section 304 of the United States Bankruptcy Code.<sup>2</sup> Teleglobe advised the Commission of the Canadian restructuring proceeding and the Section 304 ancillary U.S. proceeding in a May 16, 2002 letter to Chairman Powell.

The commencement of these restructuring proceedings has not caused a change in Teleglobe's ownership: corporate form, or management of its day-to-day operations for the purpose of the Commission's Rules. Pursuant to the order of the CCAA Court, Teleglobe will retain possession of its property and businesses during the restructuring proceedings.<sup>3</sup>

As a result of the critical importance of maintaining the confidentiality of Teleglobe's impending Canadian and U.S. restructuring proceedings and the rapid unfolding of events

---

<sup>1</sup> The CCAA Court also appointed Ernst & Young Inc. as the "Monitor" of the restructuring proceedings. The role of the Monitor, who is an officer of the Canadian court, is to monitor the debtors, their property and the business and affairs of the debtors. Although Teleglobe is required to cooperate with the Monitor in the discharge of the Monitor's obligations, Teleglobe as debtor remains in control of its businesses and properties.

<sup>2</sup> Section 304, based on principles of international comity, allows a foreign representative of an estate in a foreign proceeding to seek relief in the United States bankruptcy courts. Teleglobe's Section 304 petition did not commence a full, conventional bankruptcy proceeding in the United States, but rather initiated a limited proceeding aimed at preserving the *status quo* with respect to Teleglobe's property located in the United States and preventing the piecemeal distribution of Teleglobe's assets in the United States by local creditors while Teleglobe's primary restructuring proceeding takes place in Canada.

<sup>3</sup> Therefore, Teleglobe does not believe that an assignment or transfer of control, *pro forma* or otherwise, has occurred within the meaning of the Commission's Rules dealing with submarine cable licensing. Thus, it is Teleglobe's position that no filing or approval is required in connection with the company's Canadian or ancillary United States insolvency proceedings. However, in an abundance of caution, Teleglobe files this application without prejudice to its legal position.

leading up to the filings: Telelobe could not seek prior approval ~~of~~ any *proforma* change in connection with these filings. Telelobe certifies, however, that any transfer of control or assignment that may have occurred as a result of the restructuring filing in Canada or in the United States is *pro forma* pursuant to 47 C.F.R. § 63.24(a) and that the filings do not change the ultimate control of Telelobe. Telelobe therefore requests that the Commission grant it a waiver of the conditions of its cable landing licenses to the extent, if any, those conditions require it to obtain prior approval for a *pro forma* assignment. Further, because this transaction is *pro forma* in nature, Telelobe requests that the FCC grant this application pursuant to its grant stamp procedure.

In accordance with Section 1.767 of the Commission's Rules, 47 C.F.R. § 1.767, Telelobe submits the following information with respect to the U.S. cable landing licenses it holds:

(1) Name, address, and telephone numbers:

Assignors and

Licensees: Telelobe USA Inc. and  
Optel Telecommunications Inc  
11480 Commerce Park Drive  
Reston, VA 20191  
(703) 755-2000

Assignees: Telelobe USA Inc. and  
Optel Telecommunications Inc  
11480 Commerce Park Drive  
Reston, VA 20191  
(703) 755-2000

(2) Assignors and

Licensees: Telelobe USA Inc. and Optel Telecommunications, Inc. are corporations organized under the laws of the State of Delaware.

Assignees: Telelobe USA Inc. and Optel Telecommunications, Inc. are corporations organized under the laws of the State of Delaware.

(3) Correspondence concerning this application should be sent to:

Catherine Wang  
Troy F. Tanner  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007  
(202) 424-7500 (Tel.)  
(202) 295-8478 (Fax)

with a copy to:

Charles A. Tievsky, Esq.  
Assistant General Counsel  
Teleglobe USA Inc.  
11480 Commerce Park Drive  
Reston, VA 20191  
(703) 755-2430 (Tel.)  
(703) 755-2610 (Fax)

- (4) Descriptions of the cable networks identified in Attachment 1 are already on file with the Commission in the original license files and are incorporated by reference herein.
- (5) A general description of the cable landing locations identified in Attachment 1 are already on file with the Commission in the original license **files** and **are** incorporated by reference herein.
- (6) These cables are operated on a common carrier or non-common carrier basis as described in their original licenses.
- (7) On May 15, 2002, Teleglobe applied to the Ontario Superior Court of Justice for an order commencing a restructuring proceeding under the Companies' Creditors Arrangement Act of Canada ("CCAA"), R.S.C. 1985 c. C-36. In addition, on May 15, 2002, a petition was filed under Section 304 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware commencing a case ancillary to Teleglobe's primary Canadian restructuring proceeding. Teleglobe continues in possession of its property and continues to control the management of its businesses. The voting and ownership interests in the cables identified above have not changed **as** a result of such filings.
- (8) The foreign carrier affiliations of Teleglobe have not changed **as** a result of such filing.

- (9) Teleglobe understands that the Commission generally treats bankruptcy-related filings as involuntary transactions (regardless of whether they are initiated by the licensee or its creditors) that qualify for *pro forma* treatment.<sup>4</sup> Although prior Commission approval generally is required for *pro forma* assignments of cable landing licenses, Teleglobe was precluded from submitting *an* application prior to the commencement of its primary restructuring proceeding taking place in Canada or the initiation of the ancillary case in the United States because of the critical importance of maintaining the confidentiality of Teleglobe's impending filings and the rapid unfolding of events leading up to the restructuring filings. There is ample Commission precedent recognizing that *nunc pro tunc* approval is appropriate for involuntary assignment applications filed within thirty (30) days of the filing of a bankruptcy petition.'

To the extent the Commission believes that prior approval is required for involuntary assignments of cable landing licenses in the context of Teleglobe's Canadian restructuring proceeding and ancillary U.S. proceeding, Teleglobe requests a waiver of the prior approval requirement. Waiver is appropriate if special circumstances warrant a deviation from the general rule and such deviation would better serve the public interest than would strict adherence to the general rule.<sup>6</sup> The circumstances of this request, namely **the** recent commencement of the primary restructuring proceeding in Canada and the ancillary case in the United States, present special circumstances warranting a waiver. Moreover, there are no specific procedures for bankruptcy filings for cable landing licenses. In fact, Teleglobe's international Section **214** authorizations are subject to simple after-the-fact notifications. Finally, under the Commission's new cable landing licensing rules, prior approval is not required for *pro forma* assignments or transfers of control of cable landing licenses that were issued after March **15**, 2002. Grant of a waiver of the prior approval requirement under these circumstances would be in the public interest and would not undermine the policy objectives of the International Bureau because Teleglobe promptly notified the Commission staff of the filings in Canada and in the United States.

- (10) Teleglobe certifies that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

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See Application for *Pro Forma* Transfer of Control of Cable Landing Licenses Of Viatel Inc. to Viatel Inc. as Debtor-in-Possession, File No. SCL-T/C-20010507-00015 (granted June 15, 2001).

See, e.g., *Padre Serra Communications, Inc.*, 14 FCC Rcd 9695 (1999)

<sup>6</sup> *Northeast Cellular Tel. Co. L.P. v. FCC*, 897 F.2d 1164, 1166 (D.C. Cir. 1990)

CONCLUSION

For the reasons stated above, Telelobe respectfully submits that **the public interest**, convenience and necessity would **be** furthered by a grant of this application **for pro forma** assignment of the cable landing licenses it holds.

Respectfully submitted,

Catherine Wang  
Troy F. Tanner  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007  
(202) 424-7500 (Tel)  
(202) 295-8478 (Fax)

Counsel to  
Telelobe Inc.  
Telelobe **USA** Inc.  
Optel Telecommunications Inc.

By:

  
Charles **A.** Tievsky  
Assistant General Counsel  
Telelobe **USA** Inc.  
11480 Commerce **Park** Drive  
Reston, VA 20191  
(703) 755-2430 (Tel)  
(703) 755-2610 (Fax)

Dated: May 16, 2002

## ATTACHMENT 1

### Submarine Cable Landing Licenses Held by Teleglobe USA Inc.

<u>FCC File No.</u>	<u>Cable System Name</u>
SCL-98-002	China-US Cable System
SCL-98-003 SCL-98-003A	AMERICAS-II Cable System
SCL-LIC-19981117-00025	Japan-US Cable System
SCL-98-005	Columbus III Cable System
SCL-LIC-19990303-00004	TAT-14 Cable System
SCL-LIC-19990325-00006	MAYA I Cable System

### Submarine Cable Landing Licenses Held by Optel Communications Inc.

<u>FCC File No.</u>	<u>Cable System Name</u>
SCL-92-004 SCL-95-004(M)	CANUS-I Cable System



# SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

THE WASHINGTON HARBOUR  
3000 K STREET, N.W. SUITE 300  
WASHINGTON, DC 20007-5116  
TELEPHONE (202) 424-7500  
FAX (202) 424-7645  
WWW.SWIDLAW.COM

NEW YORK OFFICE  
THE CHRYSLER BUILDING  
405 LEXINGTON AVENUE  
NEW YORK, NY 10174  
(212) 973-0111 FAX (212) 891-9598

May 17, 2002

## VIA COURIER

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
The Portals, TW-A325  
445 Twelfth Street, S.W.  
Washington, D.C. 20554

RECEIVED

MAY 17 2002

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

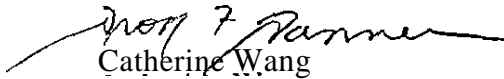
Re: Application of Teleglobe Inc., Teleglobe USA Inc. and Optel  
Telecommunications Inc. for Authority for a *Pro Forma* Assignment of  
Submarine Cable Landing Licenses; **File No. SCL-ASG-2002**\_\_\_\_\_

Dear Ms. Dortch:

On May **16, 2002**, the above-referenced application was filed with the facsimile signature of Mr. Charles **A.** Tievsky, Assistant General Counsel, Teleglobe **USA** Inc. Attached is the original signed signature page. Please associate this document ~~with~~ the above-referenced application.

Please date-stamp the enclosed extra copy of this filing and **return it** in the envelope provided. Please direct any questions regarding this filing to Troy Tanner at **(202) 295-8360**.

Respectfully submitted,

  
Catherine Wang

Troy F. Tanner

Counsel for Teleglobe Inc., Teleglobe **USA**  
Inc. and Optel Communications Inc.

Enclosures

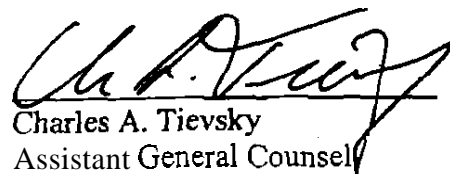
cc: George Li (FCC)  
Claudia **Fox** (FCC)  
Charles **A.** Tievsky

## CONCLUSION

For the reasons stated above, Telelobe respectfully submits that the public interest, convenience and necessity would be furthered by a grant of this application for *pro forma* assignment of the cable landing licenses it holds.

Respectfully submitted,

By:



Charles A. Tievsky  
Assistant General Counsel  
Telelobe USA Inc.  
11480 Commerce Park Drive  
Reston, VA 20191  
(703) 755-2430 (Tel)  
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3000 K Street, N.W., Suite 300  
Washington, D.C. 20007  
(202) 424-7500 (Tel)  
(202) 295-8478 (Fax)

Counsel to  
Telelobe Inc.  
Telelobe USA Inc.  
Optel Telecommunications Inc.

Dated: May 16, 2002

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

In the Matter of )

TELEGLOBE INC. )

TELEGLOBE USA INC. )

OPTEL TELECOMMUNICATIONS INC. )

Application for Authority for a *Pro Forma* )

Assignment of Cable Landing Licenses )

File No, SCL-ASG-2002 \_\_\_\_\_

**RECEIVED**

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FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

**SUPPLEMENT TO APPLICATION**

Tele globe Inc. and its wholly owned subsidiaries, Tele globe USA Inc. ("TUSA") and Optel Telecommunications Inc. ("Optel") (Tele globe Inc., TUSA and Optel collectively referred to as "Tele globe"), hereby supplement their application dated May 16, 2002, submitted pursuant to the Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (1994), Section 1.767 of the Commission's Rules, 47 C.F.R. § 1.767 (1999), and Executive Order No. 10530, requesting approval for the *proforma* assignment of the cable landing licenses held by **TUSA** and Optel in connection with a restructuring proceeding commenced in Canada.'

In the May 16, 2002 application, Tele globe advised the Commission that on May 15, 2002, Tele globe Inc., as well its subsidiaries, TUSA, and Optel Telecommunications Inc., had applied for an order in the Ontario Superior Court of Justice pursuant to the Companies' Creditors Arrangement Act of Canada ("CCAA"), R.S.C. 985, c. C-36, commencing a restructuring proceeding and providing Tele globe protection against creditor actions while it formulates a

---

<sup>1</sup> A list of all of TUSA's and Optel's cable **landing** licenses **was** attached to the May 16, 2002 application.

restructuring plan.<sup>2</sup> In addition, the letter notified the Commission that on the same day, a petition **was** filed in the United States Bankruptcy Court for the District of Delaware commencing a case ancillary to a foreign proceeding pursuant to Section 304 of the United States Bankruptcy Code. The Bankruptcy Court granted a temporary restraining order barring creditors' actions adverse to Teleglobe pending a hearing on a preliminary injunction.

On May **28**, 2002, the Bankruptcy Court granted Teleglobe's Section **304** motion with respect to certain Canadian subsidiaries, but denied the motion with regard to the U.S. subsidiaries, including both **TUSA** and Optel. The Bankruptcy Court concluded that, with regard to the US subsidiaries, the Motion did not demonstrate a reasonable probability of success on the merits of the contention that the facts of the case give rise to a foreign proceeding under the meaning of the **code**.<sup>3</sup>

As a result, on May 28, 2002, Teleglobe filed a voluntary petition for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. 101-1330, in the United States Bankruptcy Court for the District of Delaware. The bankruptcy reorganization proceeding commenced in the Delaware bankruptcy court by this petition will proceed concurrently with the Canadian restructuring proceedings. The chapter 11 filing has not caused a change in Teleglobe's ownership, corporate form, or management of its day-to-day operations for the purposes of the Commission's Rules. As a chapter 11 debtor-in-possession, Teleglobe will retain ownership

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<sup>2</sup> On May 15, 2002, the CCAA Court issued an order granting the requested relief captioned In the Matter of a Plan of Compromise or Arrangement of Teleglobe Inc. and the Other Applicants Listed on Schedule "A." The CCAA Court also approved a \$ 100 million debtor-in-possession credit facility to be used for working capital and other general corporate purposes. Similar to proceedings under chapter 11 of the United States Bankruptcy Code, the CCAA Court ordered that Teleglobe as debtor remain in possession and control of its property and assets and continue to carry on its business during the restructuring proceeding.

<sup>3</sup> In re Petition of Ernst & Young Inc., as Monitor of Teleglobe Holdings (U.S.) Corporation, et al., No. 02-11404(MFW), slip op. at 3, (Bankr. D. Del. May 28, 2002).

and control of its property and businesses during the proceedings.<sup>4</sup> Accordingly, Teleglobe certifies that any assignment that may have occurred as a result of the chapter 11 filing in the United States is *pro forma* pursuant to 47 C.F.R. § 63.24(a) and that the filing does not change the ultimate control of Teleglobe.

### **CONCLUSION**

For the reasons stated above, Teleglobe respectfully submits that the public interest, convenience and necessity would be furthered by a grant of this application for *pro forma* assignment of the cable landing licenses it holds.

Respectfully submitted,

By:



Catherine Wang  
Troy F. Tanner  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007  
(202) 424-7500 (Tel)  
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Charles A. Tievsky  
Assistant General Counsel  
Teleglobe USA Inc.  
11480 Commerce Park Drive  
Reston, VA 20191  
(703) 755-2430 (Tel)  
(703) 755-2610 (Fax)

Counsel to  
Teleglobe Inc.  
Teleglobe USA Inc.  
Optel Telecommunications Inc

Dated: 5-31-02

<sup>4</sup> Therefore, Teleglobe does not believe that an assignment or transfer of control, *pro forma* or otherwise, has occurred within the meaning of the Commission's Rules. Thus, it is Teleglobe's position that no filing is required in connection with the commencement of the company's Canadian and United States proceedings. However, in an abundance of caution, Teleglobe files this notice without prejudice to its legal position.

**TELEGLOBE USA INC.**  
**FEDERAL COMMUNICATIONS COMMISSION**

Amount/Montant  
**\$1,630.00**

No./N°  
 Date

35135  
 Oct 17.2002

No de facture Invoice No.	Date de facture Invoice Date	Description	Escompte Discount	Montant net Net amount
16-OCT-02	10/16/02	SkyOnline regulatory filing fee	0.00	1,630.00

S.V.P. Détachez avant d'encaisser

Please detach before presenting for payment

THIS DOCUMENT IS PRINTED ON WHITE PAPER WITH A COLOURED BACKGROUND. THE BORDER CONTAINS MICRO PRINTING

**TELE**

**TELEGLOBE USA INC.**  
 11480 Commerce Park Drive  
 Reston, Virginia 20191  
 (703) 755-2000

BANK OF AMERICA  
 Commerce Disbursements Account  
 Northbrook, Illinois

70-2328  
 719

Check No.

**35135**

Oct 17, 2002

PAY \*\*\*\*\* One thousand six hundred thirty Dollars

**\$1,630.00**

To  
 The  
 Order  
 of

**FEDERAL COMMUNICATIONS COMMISSION**  
 1919 M STREET NW  
 WASHINGTON, DC 20554  
 United States

TELEGLOBE USA INC.

PER

*[Signature]*

THE BACK OF THIS DOCUMENT HAS A BROWN WIRE WOVE PATTERN AND ARTIFICIAL WATERMARK

⑈035135⑈ ⑈071923284⑈ 87650⑈04245⑈